

NOVA SCOTIA
LEGISLATIVE LIBRARY



PROVINCE HOUSE

ACT OF INCORPORATION

OF THE

Albion Mines Savings Bank

Passed 26th May, 1874.

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AN ACT
RESPECTING THE
ALBION MINES SAVINGS BANK.

PASSED 26th MAY, 1874.



Whereas the President and Directors of the Albion Mines Savings Bank, incorporated by an Act of the Legislature of the Province of Nova Scotia, passed in the 27th year of her Majesty's reign, chapter thirty-one, have by petition prayed for the passing of an Act to extend and amend their said Act of incorporation; and it is expedient to grant their prayer; Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

1. The shareholders in the Albion Mines Savings Bank, Incorporated by the Act of the Legislature of the Province of Nova Scotia, passed in the twenty-seventh year of Her Majesty's reign, chapter thirty-one, and such other persons as shall become shareholders in the corporation hereby constituted, and their respective heirs, executors, administrators and assigns shall be and they are hereby continued and constituted a body politic and corporate by and under the name, style and title of the "Albion Mines Savings Bank," for the purpose of carrying on business as a Savings Bank at the Albion Mines, in the County of Pictou, in the province of Nova Scotia.

2. Nothing herein contained shall be construed in any way whatever to effect any right or liability of the said Corporation under its present charter of incorporation, or the rights or liabilities of the shareholders of the Corporation on their subscriptions for stock and their payments made on account of the same or otherwise in respect of any contract, matter or thing affecting the said Corporation, or any action, suit or proceeding commenced on behalf of or against the Corporation at the time of the passing of this Act; and all property, real or personal, heretofore belonging to or vested in the said Corporation, and all their interest in the same is hereby transferred to and shall from henceforth be held by and vested in the "Albion Mines Savings Bank" in the same manner and by the same title and with all the benefits and liabilities attached to the same as existed at the time of the passing of this Act: Provided that the Corporation hereby formed shall be liable for all the debts and liabilities of the said Corporation under its present charter of incorporation.

3. The capital stock of the Corporation shall be fifty thousand dollars divided into two thousand five hundred shares of twenty dollars each.

4. The affairs of the Corporation shall be administered by a board of seven Directors, who shall elect from among their number a President; each Director shall be the holder of at least *twenty-five* shares of stock, and shall not be in arrear in respect of any call thereon; the Board of Directors shall be elected at each annual meeting of the Corporation, and shall hold office until their successors are elected, and (if otherwise qualified) may always be re-elected; and four members of such Board, present in person, shall be a quorum thereof; and in case of the death, resignation, removal, disqualification or absence from the Province for three months of any Director, such Board, if they see fit, may fill the vacancy until the next annual meeting of the said Corporation, by appointing any qualified shareholder thereto; but a failure to elect Directors or any failure of Directors shall not dissolve the corporation, and an election may be had at any general meeting called for that purpose. The first Directors of the corporation shall be George G. Carritt, Thomas Blenkinsop, who shall have power to open stock Books, receive subscriptions of stock, and to call a first general meeting of the shareholders so soon as the capital stock shall have been subscribed and per cent. paid thereon.

5. At the said first general meeting of the shareholders of the corporation, which shall be called by advertisement inserted in some public newspaper or newspapers, the shareholders present shall proceed to elect seven Directors, having the necessary qualification, and thereupon the duties of the first Directors hereinbefore appointed shall cease.

6. The shareholders of the Corporation may at any annual general meeting, or at any special general meeting called for the purpose, make rules and by-laws not contrary to law nor to the provisions of this Act, for the regulation and management of the affairs and business of the Corporation, including the mode of transferring and disposing of the stock and profits thereof, and the right of Directors and stockholders respectively to inspect the books, papers, and correspondence of the Corporation, and the limiting of loans to or on the security of Directors of the Corporation which rules and by-laws may be altered and amended at any annual meeting or at any meeting called for the purpose by a two-third vote of the shareholders present.

7. An annual general meeting of the shareholders shall be held on the third Wednesday in the month of June in each year for the election of Directors and the transaction of other business of the Corporation. Special general meetings may be called by the Directors by public advertisement inserted in one or more newspapers; Provided that the object for which such meeting is called shall be specified in the said advertisement, and that no business other than that so specified shall be transacted at such meeting.

8. The Directors shall have power to appoint such officers, clerks and servants as they shall think necessary for the transaction of the business of the Corporation, and to allow them reasonable compensation for their services, and to require and take from them such security for the due and faithful performance of their duties as to the Directors may seem advisable, to declare and allot dividends on the capital stock of the Corporation, provided no dividend be made to impair the capital stock of the Bank; to call special general meetings of the shareholders in the manner hereinbefore prescribed, when they consider it expedient so to do; and generally to exercise and perform all power and duties which may be conferred on and assigned to them, by the by-laws.

9. The Corporation shall have full power and authority to hold, possess and enjoy real estate for its own occupation and use, and the same to sell, dispose of and convey and to acquire other in its stead; provided always that the value of the real estate so held by the Cor-

poration shall not exceed at any one time the sum of ten thousand dollars.

10. Each stockholder shall on all occasions on which the votes of the shareholders are to be taken, have one vote for each share held by him for at least three months before the time of voting; Stockholders may vote by proxy, but no person but a stockholder shall vote or act as such proxy; And no cashier, bank clerk or other officer of the bank shall vote either in person or by proxy or hold a proxy for that purpose.

11. The Directors of the Bank may call up the stock subscribed for for and remaining unpaid, by call not exceeding *five* per cent., and at intervals of not less than three months, whenever it shall in their opinion be necessary or expedient to make such calls: Provided that that the limitation of the amount of any call, or of the intervals at which calls may be made, shall not apply to the case of deficiency of the funds of the Bank to meet the claims of depositors and other liabilities, which case is provided for in the thirteenth section.

12. The amount of every such call if not paid when due, may be recovered with interest by the Directors in the name of the Bank, in any court having jurisdiction to the amount; and in any action for the recovery thereof, it shall be sufficient to allege and prove that the calls were made under this Act, and that the defendant is the holder of a share or shares in respect of which the amount is due, without alleging or proving any other matter or thing whatever, and the evidence of any officer of the Bank, cognizant of any fact required to be proved, shall be sufficient proof thereof.

13. The stockholders of the Bank shall, in the event of its funds in money and assets immediately convertible into money becoming insufficient to satisfy its debts and liabilities, be liable for the deficiency, so far as that all stockholders shall be liable to an amount equal to the amount (if any) not paid up of their shares respectively, and no more; and the Directors may and shall make calls on the unpaid-up stock to the full amount not paid up, or to such less amount as they may deem necessary to pay all such claims and other liabilities, without waiting for the collection of any debts due to the Bank, or the sale of any of its assets or property; such calls shall be made at intervals of thirty days, and upon notice to be given thirty days at least prior to the day on which the call shall be payable; any such call shall not exceed twenty per cent. on each share, and payment thereof may be enforced in the manner hereinbefore provided as to calls on unpaid-up stock; and the first of such calls shall be made within ten days after such deficiency as aforesaid shall be ascertained, and the failure on the part of any stockholder liable to such call to pay the same when due, shall operate a forfeiture by such stockholder of all claim in or to any part of the assets of the Bank, such call and any further call thereafter being nevertheless recoverable from him as if no such forfeiture had been incurred.

14. Persons who, having been shareholders in the Bank, have only transferred their shares or any of them to others, or registered the transfer thereof, within one month before the commencement of the failure of the Bank to meet the claims of its depositors on demand, shall be liable to calls on such shares under the next preceding section as if they had not transferred them, saving their recourse against those to whom they were transferred; and any Director refusing to make or enforce, or to concur in making or enforcing any such call, shall be deemed guilty of a misdemeanor and shall be personally responsible for any damages suffered by reason of such default; and any assignee or other officer or person appointed to wind up the affairs of the Bank in case of its insolvency, shall have the powers of the Directors with respect to such calls.

15. The shares in the Bank shall be personal property, and transferable in the manner provided by the by-laws and regulations to be made as aforesaid; and the transferee shall have the rights and be subject to the liabilities of the original holder, but, no share shall be divided, and if any shares be held by several persons jointly, one of them shall be appointed by the others to vote thereon, to receive dividends, and to do all things that may require to be done in respect thereof, and his power to that effect shall be lodged with the Bank.

16. It shall be lawful for the Bank to receive deposits of money for the benefit of persons depositing the same, and to invest the same as hereinafter provided, and to accumulate the revenues and profits which shall be derived from the investment of so much thereof as shall not be required to meet ordinary demands by the depositors, and out of such accumulation to allow and pay to the depositors thereof such rate of interest on such deposits as shall from time to time be fixed by the Governor in Council, such rate not being less than four nor more than five per cent. per annum.

17. Every depositor whether male or female, on making his or her first deposit in the said Bank, shall disclose and declare his or her name, residence, quality and occupation.

18. It shall be lawful for the Bank to receive deposits from any person or persons whomsoever, whatever be his, her or their status or condition of life, and whether such person or persons be qualified by law to enter into ordinary contracts or not; or to pay any part of or all the principal thereof, and the whole or any part of the interest thereon, to such person or persons respectively, without the authority, aid, assistance or intervention of any person or persons, official or officials being required, any law, usage or custom to the contrary notwithstanding; Provided always, that the total amount of deposits made by such person shall not exceed the sum of two thousand dollars.

19. It shall be lawful for the Bank to invest its capital stock when and as paid up, and any moneys deposited with it, in any stock or public securities of the Dominion, or of any of the Provinces of the Dominion, or in any municipal debentures, or in the manner provided in the two next following sections, and not otherwise.

20. It shall also be lawful for the Bank to loan such moneys to the amount of its subscribed capital, and no more, upon the personal security of Individuals, or to any corporate bodies, provided that collateral securities of the nature mentioned in the next preceding section, or British or Foreign public securities, or stock of some chartered bank in Canada, or any stock in incorporated building societies, or in bonds or debentures or stock of any incorporated institution or company, be taken in addition to such personal or corporate security, with authority to sell such securities if the loan be not paid; but the Bank shall not make any loan directly or indirectly upon the security of real estate, or with any reference to the security of real estate, except that nothing herein contained shall prevent the Bank from taking security upon real estate in addition to such collateral securities, subsequently to the making of the loan, and subsidiary to the security originally taken therefore: Provided always that the Bank shall always hold at least twenty per cent of the moneys deposited with it in Dominion securities or deposits in chartered banks on call.

21. In the event of the Bank making any loan under the two next preceding sections, upon personal securities with collateral security, other than real property, for the repayment thereof, if the repayment is not made within thirty days after such loan becomes due or payable, the Bank may sell the same after notice shall have been given to the borrower or party depositing such collateral security, by addressing

and mailing to the last known place of his residence, a letter containing such notice; and such sale may be so made, of whatever nature such collateral securities may be, whether consisting of stocks, bonds, debentures or negotiable paper; and the President or Vice-President, Manager, Cashier, or other Officer of the Bank, thereunto authorized by the Directors, may transfer and convey any security so sold to the purchaser, in whom the property in such security shall become vested by such conveyance or transfer, but without any warranty from the Bank, or from any officer thereof; and the Bank shall only be bound to account to the person or persons indebted to it in the amount of such loan, for actual net proceeds of the sale of such collateral securities, after deduction of all costs and charges thereon: Provided always, that nothing herein contained shall prevent the Bank from collecting or realizing such debt, or any balance which may be due thereon, on such collateral securities, in any way that may have been agreed on with the borrower depositing the same, or in any other lawful way that the Directors may deem for the interest of the Bank.

22. The Bank may purchase any lands or real estate offered for sale under execution at the suit of the Bank, or exposed to sale by the Bank, under a power of sale given to it for that purpose, in cases where, under similar circumstances, an individual could so purchase, without any restriction as to the value of the lands which it may so purchase, and may acquire a title thereto, as any individual purchasing at Sheriff's sale or under a power of sale, in like circumstances, could do, and may take, have, hold and dispose of the same at pleasure.

23. The Bank may acquire and hold an absolute title in or to land mortgaged to it as security for a debt due or owing to it either by obtaining a release of the equity of redemption in the mortgaged property or by procuring a foreclosure before the Judge in Equity, or by other means whereby as between individuals, an equity of redemption can by law be barred; or may purchase and acquire any prior mortgage or charge on such land.

24. Nothing in any Act or law shall be construed as having prevented or as preventing the Bank from acquiring and holding an absolute title to and in any such mortgaged lands, whatever the value thereof may be, or from exercising or acting upon any power of sale contained in any mortgage given to it or held by it, authorizing or enabling it to sell or convey away any lands so mortgaged.

25. Nothing in this Act contained shall prevent the Bank from depositing money in any of the chartered Banks carrying on the general business of banking, such money being so deposited on call, to be withdrawn at any time without notice, and whether with or without interest.

26. Any Director of the Bank who shall become openly and notoriously insolvent, or shall have assigned his estate and effects for the benefit of his creditors, or shall absent himself without the consent of the Board for three consecutive months from the meetings of the Directors, or shall have been convicted of any felony, shall thereupon, *ipso facto*, cease to be a Director, and the vacancy so created shall forthwith be filled up in the manner hereinbefore provided.

27. If the interest in any deposit or share in the Bank becomes transmitted in consequence of the death or bankruptcy of any depositor or shareholder, or in consequence of the marriage of a female depositor or shareholder, or by any other lawful means than by a transfer upon the books of the Bank, or by deed signified upon the Bank, such transmission shall be authenticated by a declaration in writing, which declaration shall distinctly state the manner in which and the party to whom such deposit shall have been transmitted, and shall be, by such party, made and signed; and every such declaration shall be, by the

party making and signing the same, sworn to before a Judge or Justice of a Court of Record or Chief Magistrate of a City, Town, Borough or other place, or before a Public Notary, where the same shall be made and signed; and every such declaration so signed and sworn to, shall be left with the Manager or other Officer or Agent of the Bank, who shall thereupon enter the name of the party so entitled to the same under such transmission, in the Books of the Bank, as proprietor of such deposit or share, and until such transmission shall have been so authenticated, no party or person claiming, by virtue of any such transmission, shall be entitled to receive such deposit or share or any part thereof or of any interest or dividend thereon: Provided always, that every such declaration and instrument as by this and the following section of this Act is required to perfect the transmission of a deposit or share in the Bank, which shall be made in any other country than this or some other of the British Colonies in North America, or in the United Kingdom of Great Britain and Ireland, shall be further authenticated by the British Consul or Vice-Consul, or other accredited representative of the British Government in the country where the declaration shall be made, or shall be made directly before such British Consul or Vice-Consul or other accredited representative; And provided also, that nothing in this Act contained, shall be held to debar the Directors, Manager or other Officer or Agent of the Bank from requiring corroborative evidence of any fact or facts alleged in any such declaration; and that if payment be made to any depositor of any deposit or of any interest thereon, or of any dividend on any share after transmission thereof by any of the means mentioned in this section, but before such declaration is made and authenticated as aforesaid, such payment shall be valid and shall discharge the said Bank.

28. If the transmission of any deposit or share be by virtue of the marriage of a female depositor, the declaration shall be accompanied by a copy of the register of such marriage, and shall declare the identity of the wife with the holder of such deposit or share; and if the transmission have taken place by virtue of any testamentary instrument or by intestacy, or by the vacancy of the estate of a deceased depositor or shareholder, the probate of the will, or, if it be notarial, an authentic copy thereof or the letters of administration or act of tutorship, or curatorship, or authentic certificates of birth, as the case may be, shall, together with such declaration, be produced and left with the Manager or other Officer or Agent of the Bank, who shall thereupon enter the name of the party entitled under such transmission in the Books of the Bank.

29. The Bank shall not be bound to see to the execution of any trust, whether expressed, implied, or constructive, to which any of the deposits or shares therein may be subject; and the receipt of the party in whose name any such deposit or share shall stand in the Books of the Bank, or if it stands in the name of more parties than one, the receipt of one of the parties, shall be a sufficient discharge to the bank for such deposit or share, interest or dividend thereon, or for any other sum of money payable in respect of such deposit or share, unless express notice to the contrary has been given to the Bank, or such deposit be made upon express conditions as to the person or persons to whom such deposit shall be paid, in which case such deposit shall be governed by such conditions; the whole, notwithstanding any trust to which such deposit may then be subject, and whether or not the said bank have had notice of such trust; and the said bank shall not be bound to see to the application of the money paid on such receipt, whether given by one of such parties or all of them.

30. Any payment of Interest or Dividend, or of the whole or any part of any deposit, made in good faith to any person or persons appearing *prima facie* to be entitled to such interest, dividend or deposit, by the production of a declaration in writing, and of the documents in support there-

of hereinbefore mentioned, shall be valid; and the discharge of such person or persons shall be sufficient, and shall discharge the bank from all or any further claim by any person whomsoever for such interest, dividend or deposit.

31. If any officer, clerk or servant employed under the provisions of this Act, defaces, alters, erases, or in any manner or way whatsoever changes the effect of the books of account that may be kept under the provisions of this Act, or any entry in the said books of account, for any fraudulent purpose; or if any such officer, clerk, or servant secretes, appropriates, or embezzles any bond, obligation, bill or note, or any security for money, or any money or effects, entrusted to him, or in his custody, or to which he has obtained access as such agent, officer, clerk or servant, to whosoever the said property may belong, the person so offending is guilty of felony, and on conviction thereof shall be liable to be punished by imprisonment for any term not less than two years in the Provincial Penitentiary, or by imprisonment in any other gaol or place of confinement, or as provided by the general criminal law of Canada, for any time less than two years, in the discretion of the Court before whom he may be convicted: Provided always, that nothing herein contained, nor the conviction or punishment of the offender, shall prevent, lessen, or impair any remedy which Her Majesty, or the Receiver General, or any other person or party would otherwise have against any other person or party whatsoever.

32. Any person who falsely pretends to be owner of any deposit made under this Act, or of the interest upon such deposit, or of any part or portion of such deposit or interest, and not being such owner, with intent to defraud, demands or claims from the Bank with which such deposit has been made, or from any party employed under this Act, the payment of such deposit or interest, or of any portion thereof, as the case may be, and whether he does or does not thereby obtain any part of such deposit or interest, is guilty of a misdemeanor, and shall on conviction be punishable accordingly: Provided, that any offender against the provisions of this or the next preceding section, may be indicted and punished either under this Act or the Act respecting larceny and other similar offences, if his offence be one punishable under this Act, but he shall not be more than once punished for the same offence.

33. The making of any wilfully false or deceptive statement in any account, return, report, or other document respecting the affairs of the Bank, shall, unless it amounts to a higher offence, be a misdemeanor; and any President, Vice-President, Director, Auditor, Cashier, or other Officer of the Bank, preparing, signing, approving or concurring in such statement, return, report or document, or using the same with intent to deceive or mislead any party, shall be held to have wilfully made such false statement, and shall further be responsible for all damages sustained by such party in consequence thereof.

34. The Bank chartered under this Act shall not issue any Bank note, or note intended to circulate as money or as a substitute for money, or be deemed a Bank within the meaning of the Act respecting Banks and Banking.

35. A book shall be kept by the Directors, in which shall be entered the names of the shareholders of the Corporation, with the number of shares held by each and the transfer of such shares, and also a minute of the proceedings at meetings of the shareholders and of the Directors.

36. Monthly returns shall be made by the Bank to the Government, and shall be made up within the first ten days of each month and exhibit the condition of the Bank on the last juridical day of the month preceding; and such monthly returns shall be signed by the President or Vice-President, or the Director then acting as President and by the Manager, Cash-

ler, or other principal officer of the bank at its seat of business, and shall be published in the *Canada Gazette*; and such monthly returns shall be in the following form, and the first of such monthly returns under this Act shall be made within the first ten days of the month of July in the present year, 1874:—

RETURN of the amount of Liabilities and Assets of the Albion Mines
Savings Bank on the day of
A. D., 18

CAPITAL STOCK, \$

CAPITAL PAID UP, \$

LIABILITIES.

\$ cts.

1. Dominion Government deposits, payable on demand
2. Provincial Government deposits, payable on demand
3. Other deposits, payable on demand
4. Dominion Government deposits, payable after notice
or on a fixed day
5. Provincial Government deposits, payable after notice
or on a fixed day
6. Other deposits, payable after notice or on a fixed day
7. Liabilities not included under the foregoing heads

ASSETS.

\$ cts.

1. Dominion securities
2. Provincial or municipal securities
3. Loans for which Dominion or Provincial securities
are held as collateral security
4. Loans for which Bank stocks are held as collateral
security
5. Loans for which other stocks, bonds or debentures,
as authorized by law, are held as collateral
security
6. Cash in hand or in deposit on call in chartered Banks
7. Other assets not included under the foregoing heads

We declare that the foregoing return is made up from the books of the Bank, and that it is correct, to the best of our knowledge and belief.

(*Place*) this

day of

18

A. B., *President, &c.*
C. D., *Cashier, &c.*

37. In this Act the word "Bank," except where such interpretation is plainly and clearly repugnant to the context, shall be taken and deemed to signify the Corporation created and constituted by this Act.

38. This Act shall be subject to any general provisions which Parliament may deem it advisable to make for protecting the interests of depositors in Savings Banks or the public; and to those of any winding-up Act which may be declared to apply to Savings Banks generally; and no such provision shall be deemed an infringement of the privileges of the Bank.

39. This Act shall be and remain in force for ten years from the date of the passing thereof, and from thence to the end of the then next session of Parliament.

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